

SEWARD & KISSEL LLP

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Attorneys for Goldman Sachs Lending Partners, LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	

NOTICE OF TRANSFER OF CLAIM PURSUANT TO RULE 3001(e)(2)

1. A claim has been filed in this case (Lehman Brothers Holdings Inc., Debtor, Case No. 08-03555 (JMP)). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

2. TRANSFEROR:

Intesa Sanpaolo S.p.A.
Piazza San Carlo 156
10121 Turin
Republic of Italy
Attn: Stefano Marchetti
Phone: +39 06 595 93203

3. PLEASE TAKE NOTICE of the transfer of Transferor's claim, docketed as Claim No. 11021 (the "Claim"), in the amount of at least \$33,673,833.01, against Lehman Brothers Holdings Inc. in the above referenced bankruptcy case to:

TRANSFeree:

Goldman Sachs Lending Partners, LLC
200 West Street
New York, NY 10282
Attn: Dennis M. Lafferty
Phone: (212) 902 1820

4. An Evidence of Transfer of Claim is attached as Exhibit A. You are hereby requested to make all future payments and distributions, and give all notices and other communications, in respect of the Claim to the Transferee at the address above and to the undersigned at the address below.

5. I declare under penalty of perjury that the information provided in this notice and in the Evidence of Transfer of Claim is true and correct to the best of my knowledge and belief.

Dated: New York, New York
January 25, 2011

SEWARD & KISSEL LLP

By: /s/ John R. Ashmead
John R. Ashmead, Esq. (JA 4756)
Justin L. Shearer, Esq. (JS 1823)
One Battery Park Plaza
New York, New York 10004
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Attorneys for Goldman Sachs
Lending Partners, LLC.

EXHIBIT A



EXHIBIT E
EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York


AND TO: Intesa Sanpaolo S.p.A.

Intesa Sanpaolo S.p.A., a bank organized pursuant to the laws of Italy ("Seller"), with registered office at Piazza San Carlo, 156, 10121 Turin, Republic of Italy (VAT number: 10810700152, enrolled with the Register of Companies of Turin with number: 00799960158 and enrolled with the Register of Banks held by Bank of Italy with number: 5361), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of an Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to **Goldman Sachs Lending Partners, LLC**, a company ("Purchaser") with offices at 200 West Street, New York, NY 10282, all right, title and interest in and to the claims of Seller against LEHMAN BROTHERS HOLDINGS INC. (and its affiliates) in the amount of \$33,673,833.01, plus interest and legal charges, docketed as Claim No. 11021 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (JMP) (jointly administered).

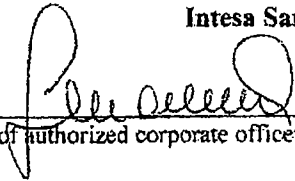
Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this transfer and sale of the Claim as an unconditional sale and Purchaser herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Purchaser.

IN WITNESS WHEREOF, dated as of the ____ day of _____, 2010.

WITNESS:


(Signature)

Name: Roberto Marchetti
Title: Credit Collection Head Department
(Print name and title of witness)

By: 
(Signature of authorized corporate officer)

Intesa Sanpaolo S.p.A.

Name: Avv. Stefano Marchetti
Title: Credit Collection Head Department
Tel.: 0039 0659593203

Goldman Sachs Lending Partners, LLC

WITNESS:

(Signature)

Name: _____
Title: _____
(Print name and title of witness)

By: _____
(Signature of authorized corporate officer)

Name: Dennis M. Lafferty
Title: Managing Director
Tel.: +1 212 902 1820

EXHIBIT E
EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: **Intesa Sanpaolo S.p.A.**

Intesa Sanpaolo S.p.A., a bank organized pursuant to the laws of Italy ("**Seller**"), with registered office at Piazza San Carlo, 156, 10121 Turin, Republic of Italy (VAT number: 10810700152, enrolled with the Register of Companies of Turin with number: 00799960158 and enrolled with the Register of Banks held by Bank of Italy with number: 5361), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of an Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to **Goldman Sachs Lending Partners, LLC**, a company ("**Purchaser**") with offices at 200 West Street, New York, NY 10282, all right, title and interest in and to the claims of Seller against LEHMAN BROTHERS HOLDINGS INC. (and its affiliates) in the amount of \$33,673,833.01, plus interest and legal charges, docketed as Claim No. 11021 (the "**Claim**") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555 (JMP) (jointly administered).

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this transfer and sale of the Claim as an unconditional sale and Purchaser herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Purchaser.

IN WITNESS WHEREOF, dated as of the ____ day of _____, 2010.

Intesa Sanpaolo S.p.A.

WITNESS:

(Signature)

Name: _____
Title: _____
(Print name and title of witness)

WITNESS:


(Signature)

Name: JOHN DELANCEY
Title: ASSOCIATE
(Print name and title of witness)

By: _____
(Signature of authorized corporate officer)

Name: Stefano Marchetti
Title: Credit Collection Head Department
Tel.: 0039 0659593203


Goldman Sachs Lending Partners, LLC

By: _____
(Signature of authorized corporate officer)

Name: Dennis M. Lafferty
Title: Managing Director
Tel.: +1 212 902 1820